
12 October 2026

The Manager – Listings
Australian Securities Exchange Limited
39 Martin Place
Sydney NSW 2000

2026 AGM Letter of Access, Notice of Meeting and Proxy

JCURVE SOLUTIONS LIMITED (ASX: JCS) (Jcurve), the company that helps businesses grow, is pleased to attach the following documents in relation to the FY2026 Annual General Meeting (**AGM**):

- AGM Letter of Access;
- AGM Notice of Meeting; and
- Proxy Form.

This announcement has been authorised for release by the Board of Jcurve Solutions Limited.

30 September 2026

JCurve Solutions Limited 2026 Annual General Meeting (Physical Meeting)

JCURVE SOLUTIONS LIMITED (ASX: JCS) (Jcurve), the company that develops partnerships that help businesses grow, advises that it will hold the 2026 AGM as a **physical only meeting**, in a manner that is consistent with its Constitution and the *Corporations Act 2001*.

Meeting date

The 2026 Annual General Meeting of Jcurve will be held at 11:00am AEDT (Sydney time) on Thursday, 19 November 2026 as a physical meeting, at Level 5, 126 Phillip Street, Sydney NSW 2000.

Participating in the meeting in person

Shareholder can attend the Annual General Meeting on the date and at the place set out above.

Notice of AGM

The Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement are being made available to shareholders electronically:

1. at <https://www.jcurvesolutions.com/investors/>
2. at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.jcs>
3. by contacting the Company Secretary on david.franks@atomicgroup.com.au or +612 8072 1400.

Business and Resolutions at the AGM

The business and resolutions of the AGM, as outlined in the Notice of Meeting, are:

- Financial statements and reports
- Resolution 1 – Adoption of Remuneration Report;
- Resolution 2 – Re-election of Mr Graham Baillie as Director;
- Resolution 3 – Election of Mr Chris Miller as Director;
- Resolution 4 – Election of Mr Adam Davenport as Director;
- Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities;
- Resolution 6 – Ratification of Prior Issue of Rights; and
- Resolution 7 – Approval of Issue of Securities under the Company's Employee Incentive Plan.

Your vote is important

The business of the AGM affects your shareholding and your vote is important.

Voting by proxy

A personalised proxy form has been provided to each shareholder.

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://portal.automic.com.au/investor/home by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

BY ORDER OF THE BOARD

David Franks
Company Secretary

For more information,

please visit: jcurvesolutions.com/investors/
or contact us at: investor@jcurvesolutions.com

This announcement has been authorised for release by the Board of Jcurve Solutions Limited.

Jcurve Solutions Ltd
Level 6, 42-44 Pitt Street
Sydney NSW 2067

ACN: 088 257 729

<https://www.jcurvesolutions.com/>



Jcurve Solutions Ltd

Notice of 2026 Annual General Meeting

Explanatory Statement | Proxy Form

Thursday, 19 November 2026

11:00AM (AEDT)

Address

Automic Group Offices,
Level 5,
126 Phillip Street,
Sydney, NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Contents

Venue and Voting Information	3
Notice to Facilitate Electronic Communications with Shareholders	5
Notice of Annual General Meeting – Agenda and Resolutions	6
Notice of Annual General Meeting – Explanatory Statement	11
Glossary	22
Annexure A – Terms and Conditions of Rights (Resolution 6)	24
Annexure B – Jcurve Equity Incentive Plan Rules (Resolution 7)	28
Proxy Form	Attached

Important Information for Shareholders about the Company's 2026 AGM

This Notice is given based on circumstances as at 30 September 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.jcurvesolutions.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00AM (AEDT) on Thursday, 19 November 2026 at Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://portal.automic.com.au/investor/home by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Asking Questions

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this by sending your question to the Company Secretary by email to david.franks@automicgroup.com.au.

To allow time to collate questions and prepare answers, you must submit any questions by 11:00am (AEDT) on Thursday, 12 November 2026.

Questions will be collated, and during the Meeting, the Chair of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Technical Difficulties

Technical difficulties may arise during the course of the Annual General Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

Please also note that the inability of one or more shareholders, proxies or corporate representatives to access the physical meeting as a result of travel disruption, including strike action, or for any other reason, will not affect the validity of the meeting.

Notice to Facilitate Electronic Communications with Shareholders

Legislative changes to the Corporations Act 2001 (Cth) mean there are new options available to Jcurve Solutions Limited shareholders as to how you receive communications from the Company.

Jcurve Solutions Limited will no longer be sending physical meeting documents unless you request a copy to be posted.

The Company encourages all shareholders to provide an email address so we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your details at the Automic website (<https://portal.automic.com.au/investor/home>) with your username and password.

Providing your email address to receive shareholder communications electronically

The Company encourages all shareholders to provide an email address so we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports. By providing your email address, you will:

- support the company by reducing the cost of mailing/postage;
- receive your investor communications faster and in a more secure way; and
- help the environment through the need for less paper

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://portal.automic.com.au/investor/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://www.automicgroup.com.au/contact-us/> or contact the Automic Registry:

By post	Automic, GPO Box 5193, Sydney NSW 2001
In person	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
Telephone (within Australia)	1300 288 664
Telephone (outside Australia)	+61 2 9698 5414
By facsimile	+61 2 8583 3040
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au
Website	https://www.automicgroup.com.au/

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Jcurve Solutions Ltd ACN 088 257 729 will be held at 11:00AM (AEDT) on Thursday, 19 November 2026 at Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000 as a physical only meeting (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00PM (AEDT) on Tuesday, 17 November 2026.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass with or without amendment the following resolution as an **Ordinary Resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2026."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Election and Re-election of Directors

2. Resolution 2 – Re-election of Mr Graham Baillie as Director

To consider and, if thought fit, to pass with or without amendment the following resolution as an **Ordinary Resolution**:

"That Mr Graham Baillie, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rules 14.4 and 14.5, and being eligible offers himself for re-election as a Director of the Company, be elected as a Director of the Company, effective immediately."

3. Resolution 3 – Election of Mr Chris Miller as Director

To consider and, if thought fit, to pass with or without amendment the following resolution as an **Ordinary Resolution**:

"That Mr Chris Miller, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

4. Resolution 4 – Election of Mr Adam Davenport as Director

To consider and, if thought fit, to pass with or without amendment the following resolution as an **Ordinary Resolution**:

"That Mr Adam Davenport, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

ASX Listing Rule 7.1A (Additional 10% Capacity)

5. Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass with or without amendment the following resolution as a **Special Resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Ratification of Prior Issue of Securities

6. Resolution 6 – Ratification of Prior Issue of Rights

To consider and, if thought fit, to pass with or without amendment the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 12,000,000 Rights under Listing Rule 7.1 issued on 30 September 2026 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Issue of Incentive Securities under the Company's Employee Incentive Plan

7. Resolution 7 – Approval of Issue of Securities under the Company's Employee Incentive Plan

To consider and, if thought fit, to pass with or without amendment the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and for all other purposes, the Shareholders of the Company approve the issue of securities under the Company's Employee Incentive Plan on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is eligible to participate in the Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (i) the proxy is the Chair of the Meeting; and
- (ii) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

BY ORDER OF THE BOARD



David Franks
Company Secretary

30 September 2026

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11:00AM (AEDT) on Thursday, 19 November 2026 at Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://www.jcurvesolutions.com/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Thursday, 12 November 2026.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://www.jcurvesolutions.com/investors/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2027 Annual General Meeting (**2027 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2027 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2027 AGM. All of the Directors who were in office when the 2027 Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Directors' Recommendation

The Board refrains from making a recommendation for **Resolution 1**.

The Chair intends to vote all undirected proxies in favour of **Resolution 1**.

Election and Re-election of Directors

Resolution 2 – Re-election of Mr Graham Baillie as Director

Clause 13.2 of the Company's Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors (rounded down in case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years or until the third annual general meeting following their appointment, whichever is longer, without submitting themselves for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election.

ASX Listing Rule 14.4 also provides that a Director of an entity must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years,

whichever is longer.

Mr Graham Baillie was appointed a Director of the Company on 26 August 2019 and was last re-elected as a Director at the 2023 AGM.

Under this Resolution, Mr Baillie has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Background and Experience

Mr Graham Baillie was appointed a Non-Executive Director of Stratatel Limited (ASX:STE "Stratatel") in September 2007. Subsequent to Stratatel's acquisition of Jcurve Solutions Pty Ltd, he was appointed Managing Director for period December 2013 to June 2014, then taking up the appointment of Executive Chairman in July 2014, overseeing the revitalisation of the commercial operations of Stratatel to re-emerge as Jcurve Solutions Limited (ASX:JCS). In November 2014, Graham returned to his original Non-Executive Director's role following the appointment of a new JCS independent Chairman. Post this transition process, he relinquished his Non-Executive Director's position in November 2015. Following an absence of nearly four years, Graham rejoined the Group as a Non-Executive Director on 26 August 2019.

Graham is Jcurve Solutions' largest shareholder through shares held by his family's superannuation fund.

Graham has a track record of growing small start-up businesses into sizeable and profitable business entities, ultimately with a national and international presence. In 1994, Graham established Outsource Australia Pty Ltd (OSA) to provide "white collar" business process outsourcing (BPO) services to both the private and public market sectors in Australia. In his capacity as majority shareholder and Chief Executive Officer he developed the company nationally and internationally. Today OSA is known as Converga.

Prior to this, Graham was with AUSDOC during its formative years through to its ultimate ASX listing in September 1993. In this time, he was not only integral to the development of the company throughout Australia but was also involved in establishing similar business operations in New Zealand, USA and United Kingdom.

Committees

Mr Graham Baillie is a member of the Remuneration and Nomination Committee.

Director Independence

The Board, having assessed Mr Baillie's associations and experience, has determined that Mr Baillie is a non-independent director, being a substantial shareholder.

Directors' recommendation

The Board (excluding Mr Baillie) recommends that Shareholders vote in favour of **Resolution 2**.

The Chair intends to vote all undirected proxies in favour of **Resolution 2**.

Resolution 3 – Election of Mr Chris Miller as Director

Clause 13.4 of the Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr Chris Miller was appointed as an additional Director of the Company on 1 October 2026 and has since served as a Director of the Company.

Under this Resolution, Mr Miller seeks election as a Director of the Company at this AGM.

Background and Experience

Mr Chris Miller is Senior Vice President at Netgain Solutions, where he bridges customer needs and product development for complex accounting organizations.

Prior to Netgain, Chris spent more than eight years at Oracle NetSuite as the founding member and Director of the Finance Center of Excellence and was named Distinguished Solution Specialist at the time of Oracle's acquisition of NetSuite. He later served as Global Financial Architect for strategic initiatives, working across every industry vertical and contributing to the development of advanced revenue management, multibook and global accounting, and intercompany management. He was recognized multiple times as both a Global and North American MVP.

Chris also served as Regional Financial Principal at Workday, architecting financial solutions for Fortune 500 pursuits. He began his career in operating finance, holding Chief Financial Officer, Director of Finance and Controller roles across the construction and healthcare industries — experience that shapes how he thinks about the way accounting teams' function under pressure. Chris holds an MBA in Finance from the University of Colorado Boulder's Leeds School of Business, where he graduated magna cum laude, and is a Certified Public Accountant.

Committees

Mr Chris Miller is a member of the Audit and Risk Committee.

Director Independence

The Board, having assessed Mr Miller's associations and experience, has determined that he is a non-independent Director, as he is a nominee director for Mr Adam Riches, a substantial shareholder of the Company.

Directors' recommendation

The Board (excluding Mr Miller) recommends that Shareholders vote in favour of **Resolution 3**.

The Chair intends to vote all undirected proxies in favour of **Resolution 3**.

Resolution 4 – Election of Mr Adam Davenport as Director

Clause 13.4 of the Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr Adam Davenport was appointed as an additional Director of the Company on 1 October 2026 and has since served as a Director of the Company.

Under this Resolution, Mr Davenport seeks election as a Director of the Company at this AGM.

Background and Experience

Mr Adam Davenport has 40 years of experience in cybersecurity, systems integration, IT services, corporate governance and commercial law. He has held senior executive, board and advisory roles with listed and private companies across Australia, Europe, Asia and Africa.

Most recently Adam founded Loop Secure Pty Limited, a cybersecurity business, where he led strategy and governance for 17 years prior to its successful sale in 2022.

His previous senior leadership roles include Managing Director of ASX-listed Cellnet Limited, Regional Vice President of Getronics BV (EMEA Region) and as a non-executive director of JSE-listed

CS Holdings (Africa) Limited and Managing Director, Blue Star Group (Australia) Pty Limited. He has also served as a non-executive director of Office Choice Limited.

Adam holds a Bachelor of Laws from the University of Sydney and started his career as a commercial and intellectual property lawyer, including as a Senior Associate at Baker & McKenzie. He brings expertise in systems integration, corporate governance, cybersecurity and IT, mergers and acquisitions, international business development and cross-border operations. His appointment is expected to support the Company's continued growth and strategic development across Australia and Asia.

Committees

Mr Adam Davenport is Chair of the Remuneration and Nomination Committee and is a member of the Audit and Risk Committee.

Director Independence

The Board, having assessed Mr Davenport's associations and experience, has determined that he is an independent director.

Directors' recommendation

The Board (excluding Mr Davenport) recommends that Shareholders vote in favour of **Resolution 4**.

The Chair intends to vote all undirected proxies in favour of **Resolution 4**.

ASX Listing Rule 7.1A

Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the close of trading on 30 September 2026, the Company has a market capitalisation of approximately \$9.567 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be in an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) to further develop the Company's business or businesses that are related or associated to the current businesses;
- (b) to acquire assets, including businesses and companies, in line with the Company's business plans and strategy (including as those plans and strategies may change from time to time);
- (c) for general corporate purposes, including working capital requirements; and
- (d) costs of the capital raisings.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.0135 50% decrease in issue price	\$0.0270 issue price ^(b)	\$0.0540 100% increase in issue price
"A" is the number of shares on issue,^(a) being 354,343,439 Shares	10% voting dilution^(c)	35,434,343	35,434,343	35,434,343
	Funds raised	\$478,364	\$956,727	\$1,913,455
"A" is a 50% increase in shares on issue, being 531,515,159 Shares	10% voting dilution^(c)	53,151,515	53,151,515	53,151,515
	Funds raised	\$717,545	\$1,435,091	\$2,870,182
"A" is a 100% increase in shares on issue, being 708,686,878 Shares	10% voting dilution^(c)	70,868,687	70,868,687	70,868,687
	Funds raised	\$956,727	\$1,913,455	\$3,826,909

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 30 September 2026.
- (b) Based on the closing price of the Company's Shares on ASX as at 30 September 2026.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserves the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 since it last obtained Shareholder approval at the 2025 AGM on 20 November 2025.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board recommends that Shareholders vote in favour of **Resolution 5**.

The Chair intends to vote all undirected proxies in favour of **Resolution 5**.

Ratification of Prior Issue of Securities

Resolution 6 – Ratification of Prior Issue of Rights

Background

As announced on 30 September 2026, the Company issued 12,000,000 Rights, comprising Service and Performance Rights, to a number of employees, including to Mr Anton Posthumus, Chief Financial Officer and a member of the Key Management Personnel, under the Company's Equity Incentive Plan (**Plan**). None of the participants were related parties of the Company.

The issue was made utilising the Company's existing placement capacity under ASX Listing Rule 7.1.

The Rights were issued under two vesting categories, being 8,000,000 Services Rights and 4,000,000 Performance Rights (**Rights**), with the full terms and conditions outlined in Annexure A. A copy of the rules of the Incentive Plan is set out in Annexure B of this Notice of Meeting.

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 12,000,000 Rights on 30 September 2026 (**Issue Date**).

Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Rights did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Rights for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the Rights will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of the Rights will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Rights were issued to a number of employees, none of whom are related parties, being:
 - i. Anton Posthumus, The Company's Chief Financial Officer and a member of the Key Management Personnel, being 5,000,000 Rights (comprising 3,000,000 Services Rights and 2,000,000 Performance Rights); and
 - ii. Other employees who are not a member of the Key Management Personnel, being 7,000,000 Rights (comprising 5,000,000 Services Rights and 2,000,000 Performance Rights).
- (b) The Company issued 12,000,000 Rights, comprising 8,000,000 Services Rights and 4,000,000 Performance Rights.
- (c) The Rights were issued on 30 September 2026.
- (d) The Rights were offered for nil consideration.
- (e) Funds were not raised from the issue of the Rights, as the Rights issued formed part of the remuneration packages for Mr Anton Posthumus and other employees.
- (f) The material terms of the Rights are set out in Annexure A of this Notice and a Summary of the Terms and Conditions of the Employee Awards Plan is set out in Annexure B of this Notice.

Directors' Recommendation

The Board recommends that Shareholders vote in favour of **Resolution 6**.

The Chair intends to vote all undirected proxies in favour of **Resolution 6**.

Issue of Securities under the Company's Employee Incentive Plan

Resolution 7 – Approval of Issue of Securities under the Company's Employee Incentive Plan

Background

The Company has an Equity Incentive Plan (**Plan**). The Plan is consistent with the Employee Share Scheme Regime and allows the Company to encourage employees to share in the ownership of the Company and promote the long-term success of the Company as a goal shared by all employees. The Company's Plan enables the Company to offer employees a range of different employee share scheme interests. These employee share scheme interests include options,

performance rights, service rights, deferred shares, exempt shares, cash rights and stock appreciation rights.

The Plan is an employee incentive scheme in accordance with the Listing Rules.

A copy of the rules of the Plan is set out in Annexure B of this Notice of Meeting.

Listing Rule 7.2 Exception 13(b)

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Although Shareholder approval is not required under the Corporations Act or the Listing Rules for the operation of the Plan itself, Listing Rule 7.2 Exception 13(b) provides that an issue of securities under an employee incentive scheme (such as the Plan) will not be included in calculating the Company's placement limit in Listing Rule 7.1 if it is made within 3 years after shareholders approve the issue of equity securities under the scheme as an exception to the placement limits.

By this Resolution the Company is seeking approval to issue securities under the Plan for a period of 3 years from the Meeting to eligible participants [who are not Directors or Listing Rule 10.14 parties], so that the issue of securities is excluded in calculating the placement limit in Listing Rule 7.1.

This will enable the Company to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval to such issues under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with issues of securities under the Plan for a period of 3 years from the Meeting and these issues will be excluded in calculating the Company's placement limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval.

If this Resolution is not passed, any issues of securities under the Plan will be included in calculating the Company's placement limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under Listing Rule 7.1.

For Shareholders to approve the issue of securities under the Plan for a period of 3 years from the Meeting, the following information is provided to Shareholders in accordance with Listing Rule 7.2 Exception 13(b):

- (a) A copy of the rules of the Plan is set out in Annexure B of this Notice of Meeting. Options and/or Service Rights and/or Performance Rights may be issued under the Plan to eligible participants.
- (b) There have been 31,258,065 securities issued under the Plan since the Plan was last approved by Shareholders under Listing Rule 7.2 Exemption 13 on 21 November 2024, comprising:
 - 1,500,000 performance rights to other employees on 11 February 2025, issued under Listing Rule 7.2 Exemption 13;
 - 17,758,065 service and performance rights to Mr Chris King on 30 September 2026, as announced to the ASX on 12 August 2026 and 30 September 2026, and issued under Listing Rule 7.2 Exemption 13; and
 - 12,000,000 Rights to Mr Anton Posthumus and other employees as announced to the ASX on 30 September 2026, and issued under Listing Rule 7.1, which is subject to Resolution 6 in this Notice of Meeting.
- (c) The maximum number of equity securities proposed to be issued under the Plan following Shareholder approval sought by this Resolution and for the next 3 years is 3,000,000

securities. This maximum number is not intended to be the actual number of securities to be issued under the Plan, but rather a ceiling on the number of securities approved to be issued under and for the purposes of Listing Rule 7.2 Exception 13(b). If that number is reached, fresh Shareholder approval under Listing Rule 7.2 Exception 13(b) would be required, otherwise any additional securities issued over the maximum under the Plan will count towards calculating the Company's placement capacity under Listing Rule 7.1.

Any equity securities proposed to be issued under the Plan to a Director or Listing Rule 10.14 party will require separate Shareholder approval under Listing Rule 10.14. Furthermore, the issue of securities under the Plan with such approval does not take up capacity from the securities sought in paragraph (c) above.

A voting exclusion statement applies to this Resolution.

Directors' recommendation

The Board recommends that Shareholders vote in favour of **Resolution 7**.

The Chair intends to vote all undirected proxies in favour of **Resolution 7**.

Enquiries

Shareholders are asked to contact the Company Secretary at david.franks@automicgroup.com.au or on +612 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2026 Annual Report to Shareholders for the period ended 30 June 2026 as lodged by the Company with ASX on 25 August 2026.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 39 Martin Place, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of LNP Audit and Assurance Pty Ltd dated 24 August 2026 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Jcurve Solutions Limited ACN 088 257 729.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Incentive Plan means the employee incentive scheme entitled "Jcurve Employee Incentive Plan".

Incentive Securities means the Securities that may be granted by the Company pursuant to the terms of the Incentive Plan.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 30 September 2026 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share, with the terms and conditions specifically outlined in Resolution 6 and Annexure A of this Notice of Meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Right means either a Service Right or a Performance Right which, subject to its terms, could convert to a Share, with the terms and conditions specifically outlined in Resolution 6 and Annexure A of this Notice of Meeting.

Securities mean Shares and/or Options (as the context requires).

Service Right means a service right which, subject to its terms, could convert to a Share, with the terms and conditions specifically outlined in Resolution 6 and Annexure A of this Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2027 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2027 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2027 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2027 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Annexure A – Terms and Conditions of Rights (Resolution 6)

Terms and Conditions: FY27 LTI Award (Service Rights)

The following table contains the terms and conditions which will apply to Service Rights, and Shares to be issued on vesting of those Rights, granted under the **FY27 LTI Award**.

Exercise Price:	\$0.00
Vesting Date:	30 June 2029
Vesting Conditions:	The Service Rights granted under the FY27 LTI Award will only vest if you meet the Service Conditions as outlined below.
Service Conditions	Continuous employment with JCurve Solutions is a mandatory condition of vesting, namely from 1 July 2026 to 30 June 2029. If you leave employment for any reason the Service Rights which have not vested will lapse, unless the Board determines otherwise depending on the circumstances of your termination.
Exercise of Service Rights and JCS Shares in the JCS ESS Trust:	Any Service Rights which meet the Vesting Conditions above will exercise on the Vesting Date. Once your JCS Shares have been provided to the JCS ESS Trustee, you can apply to the JCS ESS Trustee to have your Shares transferred or sold from the JCS ESS Trust, subject to compliance with the JCurve Solutions Limited Securities Trading Policy and as long as no other restrictions apply.

Terms and Conditions: FY27 LTI Award (Performance Rights)

The following table contains the terms and conditions which will apply to Performance Rights, and Shares to be issued on vesting of those Rights, granted under the **FY27 LTI Award**.

Exercise Price:	\$0.00
Vesting Date:	30 June 2029
Vesting Conditions:	The Performance Rights granted under the FY27 LTI Award (Tranche Two) will only vest if you meet the Performance Condition as outlined below.
Performance Conditions:	If the Volume Weighted Average Price for any 30-day (continuous) period during the period to 30 June 2029 equals or exceeds 10.0 cents, then 500,000 Performance Rights vest. For the tranche outlined above, the share price hurdles is a 'cliff face' hurdle, with no intermediate share price hurdles. If the vesting condition is not met, the rights automatically lapse.
Exercise of Service Rights and Performance Rights and JCS Shares in the JCS ESS Trust:	Any Performance Rights which meet the Vesting Conditions above will exercise on the Vesting Date. On exercise of vested Performance Rights, the JCS Shares acquired are held on your behalf in the JCS ESS Trust subject to the terms of the JCS ESS Trust Deed and the JCurve Solutions Limited Securities Trading Policy. Once your JCS Shares have been provided to the JCS ESS Trustee, you can apply to the JCS ESS Trustee to have your Shares transferred or sold from the JCS ESS Trust, subject to compliance with the JCurve Solutions Limited Securities Trading Policy and as long as no other restrictions apply.

FY27 LTI Award: Other Conditions

(i) Assignment

This Offer is personal to you and cannot be assigned without JCurve Solutions' Board approving any assignment. You should seek specific tax advice regarding the potential tax impact where such assignment of the offer is approved.

(ii) Bonus issues or rights issues

Subject to the Listing Rules, if there is a bonus issue, then upon exercise of the Service Rights and/or Performance Rights, the Participant will be entitled to the number of Shares which would have been issued to them under that bonus issue if immediately before the record date for the bonus issue, the Participant had duly exercised their Service Rights and/or Performance Rights. In the case of a rights issue, the Participant may, subject to the Listing Rules and to the extent permitted by law, elect to participate in the rights issue by making payment in respect of their entitlement, however such participation does not change the number of Service Rights and/or Performance Rights the Participant is entitled to under the Plan (or the number of Shares to be granted upon vesting of those Service Rights and/or Performance Rights). Any shares acquired will be held by the Trustee of the Plan on behalf of the Participant and will be subject to the same terms and conditions as any other Shares held on behalf of the Participant pursuant to the Plan.

(iii) Capital Reconstructions

If the capital of JCurve Solutions is reconstructed, the Service Rights and/or Performance Rights (or Shares issued or transferred upon vesting of Service Rights and/or Performance Rights) will be treated in accordance with the Listing Rules of ASX.

(iv) Cessation of Employment

If your employment with JCurve Solutions (or any related/associated body corporate of JCurve Solutions) is terminated prior to the vesting of the Service Rights and/or Performance Rights, the Service Rights and/or Performance Rights will lapse, unless the Board determines otherwise depending on the circumstances of your termination.

(v) Change of Control

If a Change of Control occurs during the Vesting Period the number of Service Rights and/or Performance Rights available to be exercised will be determined by the Board in their absolute discretion.

(vi) Disposal Restrictions

Service Rights and/or Performance Rights cannot be transferred, disposed of, or have a security interest imposed over them.

(vii) Forfeiture of Service Rights and/or Performance Rights in the EIP

Service Rights and/or Performance Rights in the EIP are at all times, up until exercise, subject to forfeiture if the Board determines that you:

- have committed an act of fraud;
- are ineligible to hold your office for the purposes of Part 2D.6 of the Corporations Act; or

- are found to have acted in a manner that the JCurve Solutions' Board considers to be gross misconduct.

(viii) Forfeiture of Shares in the JCS ESS Trust

While the Shares are held by the Trustee on your behalf, if the Board determines that you:

- have committed an act of fraud;
- are ineligible to hold your office for the purposes of Part 2D.6 of the Corporations Act; or
- are found to have acted in a manner that the JCurve Solutions' Board considers to be gross misconduct,

you will forfeit any right or interest in the Shares and the JCurve Solutions Board will notify the Trustee accordingly.

(ix) Hedging of Unvested Service Rights and/or Performance Rights

Participants must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Service Rights and/or Performance Rights.

(x) JCurve Solutions: share price information

If you require any information regarding the current market price of JCS Shares on any day during the period you may accept or hold Service Rights and/or Performance Rights under the EIP please contact either the Chief Financial Officer or the Company Secretary.

(xi) No right to dividends

The Service Rights and/or Performance Rights to be issued pursuant to the FY27 LTI Award do not confer on the holder an entitlement to dividends until such time as the Service Rights and/or Performance Rights are exercised and Shares are issued or transferred.

(xii) No voting rights

The Service Rights and/or Performance Rights to be issued pursuant to the FY27 LTI Award do not confer an entitlement to vote at general meetings of JCurve Solutions until such time as the Service Rights and/or Performance Rights are exercised and Shares are issued or transferred.

(xiii) Rights attaching to Shares in the JCS ESS Trust

Any Shares held on your behalf by the Trustee of the Trust will rank equally with all existing JCS ordinary shares.

You will be eligible to receive dividends paid on Shares held on your behalf by the Trustee and to direct the Trustee as to how to vote those Shares.

(xiv) Taxation Consequences

There may be taxation consequences arising in accepting this Offer. The taxation consequences arising will depend on your personal circumstances and the prevailing Employee Share Scheme (ESS) legislation. Subdivision 83A-C of the Income Tax Assessment Act 1997 applies to the FY27 LTI Award. A Taxation Summary is included in the EIP Participant Guide accompanying this Offer. Please read it carefully and if you are unclear of the taxation consequences arising in respect of

your participation in this Offer then you need to seek independent advice from a suitably qualified adviser. The taxation consequences may affect your decision to accept the Service Rights and/or Performance Rights so please consider the information provided carefully.

Annexure B – Jcurve Equity Incentive Plan Rules (Resolution 7)



JCurve Solutions Limited (ABN 63 088 257 729)

JCurve Equity Incentive Plan

PLAN RULES

(Originally Approved by the Board on: 28 November 2022)

(Originally Approved by Shareholders on: 28 November 2022)

Contents

1.	Introduction	1
2.	Definitions and Interpretation.....	1
3.	Awards that may be made under the Incentive Plan	4
4.	Offers of Awards	7
5.	Dilution limit	8
6.	Vesting and Exercise of Awards.....	8
7.	Election of Board to settle Awards in cash.....	9
8.	Allotment of Shares on exercise or vesting of Awards	9
9.	Rights attaching to Shares	10
10.	Restricted Awards.....	10
11.	Change of Control	11
12.	Hedging unvested Awards.....	11
13.	Adjustments	11
14.	Power of attorney.....	12
15.	Tax or social security contributions.....	12
16.	Powers of the Board	13
17.	Commencement, suspension, termination and amendment of Incentive Plan.....	13
18.	Connection with other schemes.....	13
19.	General provisions	14

JCurve Equity Incentive Plan Rules

1. Introduction

1.1 Purpose of the incentive plan

The Company has established this Incentive Plan to encourage Employees to share in the ownership of the Company and to promote the long-term success of the Company as a goal shared by all Employees.

1.2 Advice

There are legal and tax consequences associated with participation in the Incentive Plan. Employees should ensure that they understand these consequences before accepting an invitation to participate in the Incentive Plan.

Any advice given by or on behalf of the Company is general advice only, and Employees should consider obtaining their own financial product advice from an independent person who appropriately qualified and/or licensed in their country to give such advice.

2. Definitions and Interpretation

2.1 Definitions

In these Rules unless the contrary intention appears, terms defined in the Corporations Act or Listing Rules have the same meaning in these Rules, and:

Application means a written acceptance of an Offer for, or an application for, Awards in a form approved by or acceptable to the Board.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the securities market which it operates, as the context requires.

Award means:

- (a) an Option,
- (b) a Performance Right,
- (c) a Service Right,
- (d) a Deferred Share Award,
- (e) an Exempt Share Award,
- (f) a Cash Right,

(g) a Stock Appreciation Right,

as applicable.

Board means the Board of Directors of the Company.

Cash Right means a cash based performance right issued under clause 3.10.

Change of Control means, in relation to the Company, either:

- (a) any person, either alone or together with any associate (as defined in the Corporations Act), who did not have a relevant interest (as defined in the Corporations Act) in more than 50% of the issued Shares in the Company, acquires a relevant interest in more than 50% of the issued Shares in the Company; or
- (b) the Board concludes that there has been a change in the Control of the Company.

Company means JCurve Solutions Limited (ABN 63 088 257 729).

Control has the meaning given to that term in section 50AA of the Corporations Act.

Corporations Act means the *Corporations Act* 2001 (Cth).

Deferred Share Award means a Share issued under clause 3.5.

Employee means a person who is in full-time or part-time employment of a Group Company and includes a director of a Group Company (but excluding Mr Mark Jobling or any related body corporate or associate).

Exempt Share Award means a Share issued under clause 3.7.

exercise means exercise of an Award in accordance with its terms, and includes automatic exercise in accordance with these Rules.

Exercise Price means the price payable (if any) per Share to exercise an Award.

Expiry Date means the date on which an Award lapses, being the date specified in an Offer as the Expiry Date, or fixed by a method of calculation set out in an Offer.

Fair Market Value means the closing sales price per Share for the relevant date on the ASX, or, if there is no such sale on the relevant date, then on the last previous day on which such a sale is reported.

Incentive Plan means the JCurve Equity Incentive Plan.

Incentive Plan Shares means the Shares allotted and issued, or transferred, by the Company to a Participant in respect of an Award.

issue of a Share includes the transfer of an existing Share in accordance with clause 8.3.

Issue Price means the price (if any) to be paid for the issue of a Share as stated in the Offer.

Listed means the Company being and remaining admitted to the official list of the ASX.

Listing Rules means the Listing Rules of ASX and any other rules of the ASX which are applicable while the Company is Listed each as amended or replaced from time to time, except to the extent of any waiver granted by the ASX.

Market Price means the weighted average sale price of Shares on the ASX over the five trading days immediately preceding the day the Offer is made, or another pricing method determined by the Company.

Offer means an offer or issue of Awards made to an Employee under clause 4. Where Awards are issued without the need for acceptance, an Offer includes the document setting out the terms of the Award.

Option means an option to acquire Shares issued under clause 3.2.

Participant means an Employee to whom Awards are issued.

Performance Right means a right to acquire a Share issued under clause 3.3.

Restricted Award means an Award or a Share issued on exercise of an Award in respect of which a restriction on sale or disposal applies under this Incentive Plan.

Restriction Period means the period during which Awards, or Shares issued on exercise of Awards, must not be sold or disposed of, being the period specified in these Rules in respect of Deferred Share Awards, Exempt Share Awards, Cash Rights and Stock Appreciation Rights, and as specified in the Offer in respect of other Awards.

Rules means these rules as amended from time to time.

Security Interest means an interest in an asset which provides security for, or protects against default by, a person for the payment or satisfaction of a debt, obligation or liability including a mortgage, charge, bill of sale, pledge, deposit, lien, encumbrance, hypothecation, first right of refusal, voting right or arrangement for the retention of title or any agreement, option or other arrangement to grant such an interest or right.

Service Right means a right to acquire a Share issued under clause 3.4.

Share means a fully paid ordinary share of the Company.

Stock Appreciation Right means a right designated as a stock appreciation right and issued under clause 3.11.

Tax Act means the *Income Tax Assessment Act 1997* or any legislation amending or replacing the provisions of that Act relating to the issue and exercise of Awards.

Vesting Conditions means any conditions described in the Offer that must be satisfied before an Award can be exercised or before an Award (or Share issued under an Award) is no longer subject to forfeiture.

Vesting Date means the date on which an Award is exercisable or is no longer subject to forfeiture following satisfaction of any Vesting Conditions.

2.2 Interpretation

In these Rules, unless expressed to the contrary:

- (a) terms defined in the Corporations Act have the same meaning in these Rules;
- (b) words importing:
 - (i) the singular include the plural and vice versa;
 - (ii) any gender includes the other genders;
- (c) if a word or phrase is defined cognate words and phrases have corresponding definitions;
- (d) a reference to:
 - (i) a person includes a firm, unincorporated association, corporation and a government or statutory body or authority;
 - (ii) a person includes its legal personal representatives, successors and assigns;
 - (iii) a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
 - (iv) a right includes a benefit, remedy, discretion, authority or power;
 - (v) "\$" or "dollars" is a reference to the lawful currency of Australia;
 - (vi) this or any other document includes the document as varied or replaced and notwithstanding any change in the identity of the parties; and
 - (vii) anything (including, without limitation, any amount) is a reference to the whole or any part of it and a reference to a group of things or persons is a reference to any one or more of them.

2.3 Headings

Headings are for convenience only and do not affect the interpretation of these Rules.

3. Awards that may be made under the Incentive Plan

- 3.1 The Company may, at the discretion of the Board, offer and issue Awards to Employees of the kind set out in this clause 3.

3.2 Options

The Company may offer or issue Options, which are rights to be issued a Share upon payment of the Exercise Price and satisfaction of specified Vesting Conditions. These terms apply unless the Offer specifies otherwise:

- (a) Options are Restricted Awards until they are exercised or expire.
- (b) An Offer may specify a Restriction Period for Shares issued on the exercise of Options.
- (c) Options are subject to adjustment under clause 13.

3.3 Performance Rights

The Company may offer or issue Performance Rights, which are rights to be issued a Share for nil Exercise Price upon the satisfaction of Vesting Conditions specified in the Offer. These terms apply unless the Offer specifies otherwise:

- (a) Performance Rights are Restricted Awards until they are exercised or expire.
- (b) An Offer may specify a Restriction Period for Shares issued on the exercise of Performance Rights.
- (c) Performance Rights are subject to adjustment under clause 13.

3.4 Service Rights

The Company may offer or issue Service Rights, which are rights to be issued a Share for nil Exercise Price upon the satisfaction of Vesting Conditions specified in the Offer, which Vesting Conditions relate only to the continued employment of the Employee. These terms apply unless the Offer specifies otherwise:

- (a) Service Rights are Restricted Awards until they are exercised or expire.
- (b) An Offer may specify a Restriction Period for Shares issued on the exercise of Service Rights.
- (c) Service Rights are subject to adjustment under clause 13.

3.5 Deferred Share Awards

The Company may offer or issue Deferred Share Awards, which are Shares issued to Employees:

- (a) who elect to receive Shares in lieu of any wages, salary, director's fees, or other remuneration; or
- (b) by the Company in its discretion, in addition to their wages, salary and remuneration, or in lieu of any discretionary cash bonus or other incentive payment; and
- (c) that may be forfeited if Vesting Conditions specified in the Offer are not satisfied.

3.6 Unless a different Restriction Period is specified in an Offer, the Restriction Period for Deferred Share Awards will expire on the earlier of:

- (a) when a Participant ceases employment within the meaning of section 83A-330 of the Tax Act;
- (b) when there is no risk of forfeiting the Share and there is no restriction on disposing of the Share; and
- (c) 15 years from the date of issue of the Shares.

3.7 Exempt Share Awards

The Company may offer or issue Exempt Share Awards, which are Shares issued for no consideration or at an Issue Price which is a discount to the Market Price with the intention that up to \$1,000 (or such other amount which is exempted from tax under the Tax Act from time to time) of the total value or discount received by each Employee will be exempt from tax.

3.8 The Restriction Period for Exempt Share Awards will expire on the earlier of:

- (a) 3 years from the date of issue of the Shares (or such other period as may be required for tax exemption under Subdivision 83A-B of the Tax Act); and
- (b) the time when a Participant ceases employment within the meaning of section 83A-330 of the Tax Act.

3.9 The Company must offer Exempt Share Awards on a non-discriminatory basis as defined by section 83A-35(6) of the Tax Act.

3.10 Cash Rights

The Company may offer or issue Cash Rights, which are rights to be issued a cash payment for nil Exercise Price upon the satisfaction of specified Vesting Conditions. Unless the Offer specifies otherwise, the Cash Rights are Restricted Awards until they are exercised or expire.

3.11 Stock Appreciation Rights

The Company may offer or issue Stock Appreciation Rights in accordance with this clause 3.11. These terms apply to the issue of Stock Appreciation Rights unless the Offer specifies otherwise:

- (a) Stock Appreciation Rights are Restricted Awards until they are exercised or expire;
- (b) an Offer may specify a Restriction Period for Shares issued on the exercise of Stock Appreciation Rights;
- (c) upon exercise of a Stock Appreciation Right, and unless the Board determines otherwise, the Participant exercising the Stock Appreciation Right shall be entitled to receive payment from the Company determined on the basis of the difference between the Fair Market Value on the date of exercise of the Stock Appreciation Right and the Fair Market Value on the date of

grant of the Stock Appreciation Right, adjusted as necessary for changes to the Company's capital structure. The full terms of calculation of such payment will be set out in the Offer;

- (d) at the discretion of the Board, the payment upon exercise of a Stock Appreciation Right may be in cash, in Shares of equivalent value, or in some combination of cash and Shares. The Board's determination shall be made at any time on or before exercise of a Stock Appreciation Right; and
- (e) Stock Appreciation Rights are subject to adjustment under clause 13.

4. Offers of Awards

4.1 Subject to clause 5, the Company may make an Offer to any Employee.

4.2 Form of Offer

Each Offer must be in writing (which includes email), include an Application if acceptance is required, and specify the following to the extent applicable:

- (a) the name and address of the Employee to whom the Offer is made;
- (b) the type of Awards being offered;
- (c) the number of Awards being offered;
- (d) any Vesting Conditions for the Awards;
- (e) the Issue Price and/or Exercise Price for the Awards, or the manner in which the Issue Price and/or Exercise Price is to be determined;
- (f) the Expiry Date (if any);
- (g) any Restriction Period;
- (h) any other terms or conditions that the Board decides to include; and
- (i) any other matters required to be specified in the Offer by either the Corporations Act or the Listing Rules.

4.3 If required by applicable laws or the conditions to applicable ASIC relief, the Offer must include an undertaking by the Company to provide to a Participant, if a request is made before the Award is Exercised and within a reasonable period of being so requested, the current market price of the Shares.

4.4 Compliance with laws

No Offer will be made to the extent that any such Offer would contravene the Company's Constitution, the Listing Rules, the Corporations Act or any other applicable law.

4.5 Acceptance

If acceptance of an Offer is required, it may be accepted:

- (a) by an Employee completing and returning the Application, as required by the Offer, by not later than the date specified in the Offer; and
- (b) if required, by the Employee making or directing payment of the total amount payable for the Awards (if any) accepted under the Offer, in the manner specified in the Offer.

4.6 An Offer which requires acceptance lapses if it is not accepted by the Employee to whom the Offer is made as required under clause 4.5.

4.7 For the avoidance of any doubt, an Offer may only be accepted by (and the relevant Award and any subsequent Share issues may only be granted or issued to) the Employee to whom the Offer is made.

5. Dilution limit

5.1 An Offer of Awards must not be made if the total of:

- (a) the number of Shares which are the subject of the Offer of Awards; and
- (b) underlying Shares issued or that may be issued as a result of any Offers of Award, or similar offer of Shares under a predecessor or other employee incentive plan, made at any time during the previous 3 year period in reliance on relief granted by ASIC (however obtained),

would exceed 5%, or the percentage applicable under Section 1100V(2) of the Corporations Act 2001, of the number of Shares on issue at the time of the Offer, unless the Offer of Awards is an offer for non-monetary consideration under Section 1100P of the Corporations Act 2001.

5.2 In no circumstances will Awards be granted under this Incentive Plan if it is an issue of securities that combined with all other employee share scheme interests outstanding would exceed 15% of the Company's then outstanding issued capital.

6. Vesting and Exercise of Awards

6.1 Vesting

The Awards held by a Participant will vest in and become exercisable by that Participant upon the satisfaction of any Vesting Conditions specified in the Offer and in accordance with these Rules.

6.2 Vesting Conditions may be waived at the absolute discretion of the Board (unless such waiver is excluded by the terms of the Award).

6.3 Automatic Exercise

The vesting of an Award on the satisfaction of any Vesting Conditions will not automatically trigger the exercise of the Award unless specified in the Offer.

6.4 Exercise of Awards

A Participant is, subject to this clause 6, entitled to exercise an Award on or after the Vesting Date. Any exercise must be for a minimum number or multiple of Shares (if any) specified in the terms of the Offer.

- 6.5 Awards may be exercised by the Participant delivering to the Company a notice stating the number of Awards to be exercised together with the Issue Price (if any) for the Shares to be issued.

7. Election of Board to settle Awards in cash

If the Board determines that for a taxation, legal, regulatory or compliance reason it is not appropriate to issue or transfer Shares, the Company may in lieu and final satisfaction of the Company's obligation to issue or transfer Shares as required upon the exercise of an Award by a Participant, make a cash payment to the Participant equivalent to the Fair Market Value as at the date of exercise of the Award (less any unpaid Exercise Price applicable to the exercise of the Award) multiplied by the relevant number of Shares required to be issued or transferred to the Participant upon exercise of the Award.

8. Allotment of Shares on exercise or vesting of Awards

8.1 Rights attaching to Shares

The Shares issued under this Incentive Plan will upon allotment:

- (a) be credited as fully paid;
- (b) rank equally for dividends and other entitlements where the record date is on or after the date of allotment, but will carry no right to receive any dividend or entitlement where the record date is before the date of allotment; and
- (c) be subject to any restrictions imposed under these Rules, and
- (d) otherwise rank equally with the existing issued Shares at the time of allotment.

8.2 Quotation

If the Company is Listed, then as soon as practicable after the date of the allotment of Shares, the Company will, unless the Board otherwise resolves, apply for official quotation of such Shares on the ASX.

8.3 New or existing Shares

The Company may, in its discretion, either issue new Shares or cause existing Shares to be acquired for transfer to the Participant, or a combination of both alternatives, to satisfy the Company's obligations under these Rules.

- 8.4 If the Company determines to cause the transfer of Shares to a Participant, the Shares may be acquired in such manner as the Company considers appropriate, including from a trustee appointed under clause 8.5.
- 8.5 The Company may appoint a trustee on terms and conditions which it considers appropriate to acquire and hold Shares, options, or other securities of the Company either on behalf of Participants or for the purposes of this Incentive Plan.

9. Rights attaching to Shares

9.1 Shares to rank equally

Any Incentive Plan Shares allotted and issued, or transferred by the Company to a Participant will rank equally with all existing Shares on and from the date of issue or transfer.

9.2 Dividends

A Participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on Incentive Plan Shares which, at the books closing date for determining entitlement to those dividends, are standing to the account of the Participant.

9.3 Dividend reinvestment

The Participant may participate in any dividend reinvestment plan operated by the Company in respect of Incentive Plan Shares held by the Participant and such participation must be in respect of all Incentive Plan Shares held by the Participant. Shares issued under any dividend reinvestment plan operated by the Company will not be subject to any restrictions on dealing.

9.4 Voting rights

A Participant may exercise any voting rights attaching to Incentive Plan Shares registered in the Participant's name.

10. Restricted Awards

10.1 Restrictions

A Participant must not sell, transfer, mortgage, pledge, charge, grant security over or otherwise dispose of any Restricted Awards, or agree to do any of those things, during the Restriction Period.

10.2 The Company may implement any procedures it considers appropriate to ensure that Restricted Awards are not disposed of during the Restriction Period, including applying a holding lock in respect of Shares.

10.3 Without limiting its discretions under these Rules, the Board may at any time in its discretion waive or shorten the Restriction Period applicable to an Award. Bonus issues

10.4 If the Company makes a pro rata bonus issue to holders of Restricted Awards, the Shares issued to Participants under the pro rata bonus issue will be subject to the balance of the Restriction Period that applied to the Restricted Awards.

10.5 Takeovers and scheme of arrangements

If a takeover bid is made to acquire all of the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid for Shares in the Company, then Participants are entitled to accept the takeover bid or participate in the other transaction in respect of all or part of their Awards other than Exempt Share Awards notwithstanding that the Restriction Period in respect of such Awards has not expired. The Board may, in its discretion, waive unsatisfied Vesting Conditions in relation to some or all Awards in the event of such a takeover or other transaction.

10.6 Death of a Participant

If a Participant dies before the end of the Restriction Period or prior to the Vesting Date, the Board will determine, in its sole and absolute discretion, the manner in which all unvested or restricted Awards will be dealt with.

11. Change of Control

On the occurrence of a Change of Control, the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested Awards will be dealt with.

12. Hedging unvested Awards

Participants must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Awards.

13. Adjustments

13.1 This clause 13 applies to Options, Performance Rights, Service Rights and other Awards where the Participant may be entitled to acquire Shares in the future on exercise of the Award.

13.2 New issues of Shares

A Participant is not entitled to participate in a new issue of Shares or other securities made by the Company to holders of its Shares without exercising the Awards before the record date for the relevant issue.

13.3 Bonus Issues

If, prior to the exercise of an Award, the Company makes a pro-rata bonus issue to the holders of its

Shares, and the Award is not exercised prior to the record date in respect of that bonus issue, the Award will, when exercised, entitle the holder to one Share plus the number of bonus shares which would have been issued to the holder if the Award had been exercised prior to the record date.

13.4 Other reorganisations of capital

If, prior to the exercise of an Award, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the Awards of the Participant will be changed to the extent necessary to comply with the Listing Rules as they apply at the relevant time.

13.5 General

Unless otherwise permitted by the Listing Rules, the number of Shares which the Participant is entitled to receive on exercise of an Award will only be adjusted in accordance with this clause 13.

13.6 The Company must give notice to Participants of any adjustment to the number of Shares which the Participant is entitled to receive on exercise of an Award in accordance with the Listing Rules.

14. Power of attorney

14.1 In consideration of the issue of the Awards, each Participant irrevocably appoints each director and the secretary for the time being of the Company severally as his or her attorney, to do all acts and things and to complete and execute any documents, including share transfers, in his or her name and on his or her behalf that may be convenient or necessary for the purpose of giving effect to the provisions of these Rules or the terms of an Award.

14.2 The Participant (or after his or her death, his or her legal personal representative) will be deemed to ratify and confirm any act or thing done under this power and must indemnify the attorney in respect of doing so.

15. Tax or social security contributions

15.1 Where the Company, or a subsidiary (within the meaning of the Corporations Act) of the Company, must account for any tax or social security contributions (in any jurisdiction) for which a Participant is liable because of the issue or transfer of Shares, payment of cash to the Participant or the vesting or exercise of an Award (the **Amount**), either the Company or subsidiary of the Company may withhold the Amount in its discretion or the Participant must, prior to the Participant's Shares being issued or transferred or cash being paid to the Participant, or the Award vesting or being exercised (as applicable), either:

- (a) pay the Amount to the Company; or
- (b) make acceptable arrangements with the Company for the Amount to be made available to the Company.

16. Powers of the Board

- 16.1 The Incentive Plan will be administered by the Board, or a committee of the Board, which will have an absolute discretion to:
- (a) determine appropriate procedures for administration of the Incentive Plan consistent with these Rules;
 - (b) resolve conclusively all questions of fact or interpretation arising in connection with the Incentive Plan or these Rules;
 - (c) delegate to any one or more persons, for such period and on such conditions as they may determine, the exercise of any of their powers or discretions under the Incentive Plan or these Rules;
 - (d) formulate special terms and conditions (subject to the Listing Rules), in addition to those set out in these Rules to apply to Participants employed and/or resident in and/or who are citizens of countries other than Australia. Each of these special terms and conditions will be restricted in their application to those Participants employed and/or resident in and/or who are citizens of other jurisdictions; and
 - (e) amend these Rules, provided that such amendments do not materially prejudice the rights of existing Participants.
- 16.2 While the Company is Listed, the Board may only exercise its powers in accordance with the Listing Rules.

17. Commencement, suspension, termination and amendment of Incentive Plan

- 17.1 Subject to the passing of any necessary resolution approving the establishment of the Incentive Plan and the issue of the Awards, the Incentive Plan will take effect when the Board decides.
- 17.2 The Incentive Plan may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the Listing Rules.

18. Connection with other schemes

- 18.1 The Company and any related body corporate of the Company are not restricted to using the Incentive Plan as the only method of providing incentive rewards to Employees.
- 18.2 The Company and any related body corporate of the Company may approve other incentive schemes.
- 18.3 Participation in the Incentive Plan does not affect, and is not affected by, participation in any other incentive scheme of the Company or any related body corporate of the Company unless the terms of that incentive scheme provide otherwise.

19. General provisions

19.1 Participants bound

Participants issued Awards under this Incentive Plan are bound by these Rules and by the Constitution of the Company.

19.2 Notices

Any notice required to be given by the Company to a Participant or any correspondence to be made between the Company and a Participant may be given or made by the Board or its delegate on behalf of the Company.

19.3 Any notice to be given by the Company may be given by email, and any reference to the Company giving or providing information or documents in writing includes doing so by email.

19.4 Effect on employee entitlements

Participation in the Incentive Plan does not affect an Employee's terms of employment or appointment with the Company. In particular, participation in the Incentive Plan does not detract from any right the Company may have to terminate the employment or appointment of an Employee.

19.5 Participation in the Incentive Plan, or the issuing of any Awards, does not form part of the Employee's remuneration for the purposes of determining payments in lieu of notice of termination of employment, severance payments, leave entitlements, or any other compensation payable to an Employee upon the termination of employment.

19.6 Governing law

These Rules are governed by and are to be construed in accordance with the laws of New South Wales, Australia

Your proxy voting instruction must be received by **11:00am (AEDT) on Tuesday, 17 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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